

EXHIBIT B

(Prime Clerk Retention Order)



WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Ray C. Schrock, P.C. (*pro hac vice*)
(ray.schrock@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

Signed and Filed: April 9, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Proposed Attorneys for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. § 327
AUTHORIZING EMPLOYMENT AND
RETENTION OF PRIME CLERK LLC AS
ADMINISTRATIVE ADVISOR NUNC PRO
TUNC TO THE PETITION DATE**

Upon the Application dated March 14, 2019 (the “**Section 327 Application**”),¹ of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), for entry of an order, pursuant to section 327 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), appointing Prime Clerk LLC (“**Prime Clerk**”) as administrative advisor to the Debtors (“**Administrative Advisor**”) *nunc pro tunc* to the Petition Date, all as more fully described in the Section 327 Application; and this Court having jurisdiction to consider the Section 327 Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Section 327 Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Section 327 Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and this Court having reviewed the Section 327 Application and the Waisman Declaration; and upon the record of the Hearing (if any was held) and all of the proceedings had before the Court; and this Court having found and determined that the relief sought in the Section 327 Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and factual bases set forth in the Section 327 Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Section 327 Application is approved as set forth in this Order.
2. The Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code and

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application

1 Bankruptcy Rule 2014, to employ and retain Prime Clerk as Administrative Advisor, effective *nunc*
2 *pro tunc* to the Petition Date under the terms of the Engagement Agreement, and Prime Clerk is
3 authorized to perform the bankruptcy administration services described in the Section 327 Application
4 and set forth in the Engagement Agreement.

5 3. Prime Clerk is authorized to take such other action to comply with all duties set forth
6 in the Section 327 Application.

7 4. Prime Clerk shall apply to the Court for allowance of compensation and reimbursement
8 of expenses incurred after the Petition Date in accordance with sections 330 and 331 of the Bankruptcy
9 Code, and the applicable Bankruptcy Rules, Bankruptcy Local Rules, Fee Guidelines, and any Orders
10 entered in these Chapter 11 Cases regarding professional compensation and reimbursement of
11 expenses.

12 5. The Debtors shall indemnify Prime Clerk under the terms of the Engagement
13 Agreement, as modified pursuant to this Order.

14 6. Prime Clerk shall not be entitled to indemnification, contribution or reimbursement
15 pursuant to the Engagement Agreement for services other than the services provided under the
16 Engagement Agreement, unless such services and the indemnification, contribution or reimbursement
17 therefor are approved by the Court.

18 7. Notwithstanding anything to the contrary in the Engagement Agreement, the Debtors
19 shall indemnify, defend and hold harmless Prime Clerk and its members, officers, employees,
20 representatives and agents under certain circumstances specified in the Engagement Agreement,
21 except in circumstances resulting solely from Prime Clerk's negligence, gross negligence, or willful
22 misconduct or as otherwise provided in the Engagement Agreement.

23 8. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these
24 Chapter 11 Cases (that order having become a final order no longer subject to appeal), or (ii) the entry
25 of an order closing these Chapter 11 Cases, Prime Clerk believes that it is entitled to the payment of
26 any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or
27 reimbursement obligations under the Engagement Agreement (as modified by this Order), including
28 the advancement of defense costs, Prime Clerk must file an application therefor in this Court, and the

1 Debtors may not pay any such amounts to Prime Clerk before the entry of an order by this Court
2 approving the payment. This paragraph is intended only to specify the period of time under which the
3 Court shall have jurisdiction over any request for fees and expenses by Prime Clerk for
4 indemnification, contribution or reimbursement, and not a provision limiting the duration of the
5 Debtors' obligation to indemnify Prime Clerk. All parties in interest shall retain the right to object to
6 any demand by Prime Clerk for indemnification, contribution or reimbursement.

7 9. The limitation of liability section in paragraph 10 of the Engagement Agreement is
8 deemed to be of no force or effect with respect to the services to be provided pursuant to this Order.

9 10. The Debtors and Prime Clerk are authorized to take all actions necessary to effectuate
10 the relief granted pursuant to this Order in accordance with the Section 327 Application.

11 11. Notwithstanding any term in the Engagement Agreement to the contrary, the Court
12 retains jurisdiction with respect to all matters arising from or related to the implementation of this
13 Order.

14 12. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall
15 be immediately effective and enforceable upon its entry.

16 13. In the event of any inconsistency between the Engagement Agreement, the Section 327
17 Application and the Order, the Order shall govern.

18 ** END OF ORDER **
19
20
21
22
23
24
25
26
27
28